

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

<hr/> In re: CLEARWATER TRANSPORTATION, LTD., Debtor.¹ <hr/>	§ § § § §	CHAPTER 11 CASE CASE NO. 19-50292-cag
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**EX PARTE MOTION TO LIMIT NOTICE AND
ESTABLISH RELATED PROCEDURES**

Clearwater Transportation, Ltd., (the “Debtor”), as debtor and debtor-in-possession, in the above captioned case (the “Case”), hereby files this *Ex Parte Motion to Limit Notice and Establish Related Procedures* (the “Motion”) requesting that the Court enter an order limiting notice and establishing related procedures. In support of this Motion, the Debtor states as follows:

I. JURISDICTION, VENUE, CORE STATUS AND BASES FOR RELIEF

1. This Court has jurisdiction over this Case and the Motion pursuant to 28 U.S.C. §§ 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
2. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2). The Court has the constitutional authority to enter a final order under *Stern v. Marshall*, 564 U.S. 462 (2011) and its progeny.
3. The bases for the relief requested herein are §§ 102 and 105 of title 11 of the United States Code (the “Bankruptcy Code”), and Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

¹ The Debtor’s address is 6013 Fountainwood, San Antonio, Texas 78233 and the last four digits of its Federal Tax Identification number are 2020.

II. BACKGROUND

4. On February 7, 2019 (the “Petition Date”), the Debtor filed a Voluntary Petition for relief under Chapter 11 of the Bankruptcy Code. The Debtor remains in possession of its property and is operating and managing its business as debtor-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No trustee has been appointed and no official committee has been established in this case.

5. Contemporaneously with the filing of this Motion, the Debtor has filed the *First Day Declaration of Monty Merrill in Support of First Day Motions* (the “Merrill Declaration”), which contains background information on the Debtor and its operations and is incorporated herein by reference.

III. RELIEF REQUESTED

6. By this Motion, pursuant to the proposed Order Granting Ex Parte Motion to Limit Notice and Establish Related Procedures attached as Exhibit “A,” Debtor requests that the Court, under §§ 102(1) and 105 of the Bankruptcy Code and Bankruptcy Rules 2002(m) and 9007, limit notice in this Case. Section 102 of Bankruptcy Code says that the Court should consider what notice and opportunity for a hearing is “appropriate in the particular circumstances.” 11 U.S.C. § 102(1). Bankruptcy Rule 9007 permits the Court to designate “the entities to whom” notice shall be given and “the form and manner” of such notice unless such requirements are “otherwise specified” in the Bankruptcy Rules. Fed. R. Bankr. P. 9007.

7. This Motion only seeks to limit notice of motions, filings, hearings and other matters in instances where the Bankruptcy Code and Bankruptcy Rules do not specify the requirements for notice of such matters. In such instances, the Debtor proposes servicing notices of such motions, filings, hearings and other matters upon the following parties-in-interest:

- (i) the Debtor;
- (ii) Debtor's counsel;
- (iii) the Office of the United States Trustee for the Western District of Texas;
- (iv) Regulatory and Tax Authorities;
- (v) Concession Agreement parties for the relevant city airports where Debtor operates;
- (vi) the twenty (20) largest unsecured creditors of the Debtor's bankruptcy estate;
- (vii) Debtor's lenders, including parties who may assert liens against Debtor's assets;
- (viii) contract counter-parties to significant contracts with Debtor, including Debtor's vehicle fleet lessors and fleet lenders, and landlords;
- (ix) Counsel for any committee in the case; and
- (x) Any party that appears and requests notice pursuant to Rule 2002.

8. A proposed limited service list reflecting such parties and their service addresses as of the date of the filing of this Motion is attached hereto as Exhibit "B" (the "Limited Service List"). The proposed Order granting this Motion would require the Debtor to update the Limited Service List and file the updated list (if changed) on the docket for the Case at least one per month.

9. The Debtor submits that there is good cause for limiting notice as proposed herein. The Limited Service List will contain the parties with the most significant economic interests in this Case. Any other party-in-interest that wishes to receive notice can file a notice of appearance and join the Limited Service List. Limiting notice will save the estate printing and mailing costs and will also avoid inconveniencing parties-in-interest who are uninterested in this Case with additional mailings. Finally, the Debtor would note that limiting service in this manner is routinely done in this Court in chapter 11 cases and the relief requested herein largely matches the rules for limiting notice in "complex" bankruptcy cases under Appendix L-1020.1 of the Local Bankruptcy Rules.

IV. CONCLUSION AND PRAYER

WHEREFORE, the Debtor respectfully requests that the Court enter an order granting this Motion, in substantially the form of Exhibit "A" hereto, and also granting such other and further relief as the Court may deem just and proper.

Dated: February 7, 2019.

Respectfully submitted,

DYKEMA GOSSETT PLLC

By: /s/ Patrick L. Huffstickler

Patrick L. Huffstickler

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Jesse T. Moore

State Bar No. 24056001

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112 East Pecan Street, Suite 1800

San Antonio, Texas 78205

(210) 554-5500

(210) 226-8395 (Fax)

**PROPOSED COUNSEL FOR DEBTOR AND
DEBTOR-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on February 7, 2019, a true and correct copy of the foregoing document was served by U.S. first-class mail to the parties on the attached Service List.

/s/ Patrick L. Huffstickler

Patrick L. Huffstickler

Exhibit “A”

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:

CLEARWATER TRANSPORTATION, LTD.,

Debtor.¹

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CHAPTER 11 CASE

CASE NO. 19-50292-cag

**ORDER GRANTING *EX PARTE* MOTION TO LIMIT NOTICE AND ESTABLISH
RELATED PROCEDURES**

The Court has considered *Ex Parte Motion to Limit Notice and Establish Related Procedures* (the “Motion”)² filed by Clearwater Transportation, Ltd. (the “Debtor”), as debtor and debtor- in-possession, in the above captioned case (the “Case”). The Court finds that the Motion demonstrates sufficient cause to limit notice as provided herein and that limiting notice in this Case as provided in this Order will serve to aid in the administration of the Case and to conserve the resources of the parties, while protecting the rights of all parties to due and appropriate notice.

¹ The Debtor’s address is 6013 Fountainwood, San Antonio, Texas 78233 and the last four digits of its Federal Tax Identification number are 2020.

² Capitalized terms not otherwise defined herein have the definitions ascribed in the Motion.

IT IS THEREFORE ORDERED as follows:

(1) Notice is limited in this Case as requested in the Motion. The Debtor shall maintain a Limited Service List identifying the parties that must be served whenever a motion, pleading, or other filing or matter requires notice. Unless otherwise required by the Bankruptcy Code or Bankruptcy Rules, or other order of the Court, notices of motions, applications, hearings, and other matters is limited to the parties on the Limited Service List.

(2) The initial Limited Service List attached to the Motion as Exhibit "B" is approved, subject to the further terms of this Order.

(3) Any party in interest that wishes to receive notice, other than those already listed on the Limited Service List, shall be added to the Limited Service List by filing and serving the Debtor's counsel with a notice of appearance and request for service. Thereafter, Debtor's counsel shall add such parties to the Limited Service List.

(4) Parties on the Limited Service List, who have not otherwise consented to service by e-mail, through the act of becoming a registered e-filer in this district, are encouraged to provide e-mail addresses for service and to authorize service by email; consent to e-mail service may be included in the party's notice of appearance and request for service; in the event a party has not consented to e-mail service, a "hard copy" shall be served by fax or regular mail.

(5) Debtor's counsel shall update the Limited Service List and shall file a copy of the updated Limited Service List at least every 30 days hereafter throughout the Case.

(6) Unless otherwise ordered by the Court, the limited noticing approved by this Order does not apply to notices of the matters or proceedings described in the following provisions of Bankruptcy Rule 2002: (a)(1) the meeting of creditors pursuant to section 341 of the Bankruptcy Code; (a)(4) any hearing on the dismissal of the Case or the conversion of the Case to another chapter; (a)(5) the time fixed to accept or reject a proposed modification of a plan; (a)(7) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (b)(1) and (2) the time fixed for filing objections to, and any hearing to consider approval of, a Disclosure Statement or confirmation of a plan of reorganization; (f)(1) the entry of an order for relief; (f)(2) the dismissal or conversion of the Case to another chapter; (f)(3) the time allowed for filing claims pursuant to Bankruptcy Rule 3002; (f)(5) the time fixed for filing a complaint to determine the dischargeability of a debt pursuant to section 523 of the Bankruptcy Code, as provided in Bankruptcy Rule 4007; (f)(6) the waiver, denial or revocation of a discharge, as provided in Bankruptcy Rule 4006; and (f)(7) the entry of an order confirming a chapter 11 plan of reorganization, all of which matters or proceedings would be noticed in accordance with the applicable provisions of Bankruptcy Rule 2002.

(7) Any person filing a motion, application, pleading, or other paper in this Case shall serve such motion, pleading, application, or paper on (a) all parties in interest listed on the most recent Limited Service List; and (b) any creditor or other party-in-interest not on the Limited Service List whose interests are likely affected directly by the motion, pleading, application or paper. Such person shall file a certificate of service with the Court identifying the interested parties served.

END OF ORDER

Submitted by:

DYKEMA GOSSETT PLLC

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phuffstickler@dykema.com
Jesse T. Moore
State Bar No. 24056001
jmoore@dykema.com
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San Antonio, Texas 78205
(210) 554-5500
(210) 226-8395 (Fax)

PROPOSED COUNSEL FOR DEBTOR
AND DEBTOR-IN-POSSESSION

Exhibit “B”

Clearwater Transportation, Ltd.

Limited Service List

Debtor:

Clearwater Transportation, Ltd.
6013 Fountainwood
San Antonio, TX 78233

Via Mail

Attorney for Debtor

Patrick L. Huffstickler
Dykema Gossett PLLC
112 E. Pecan St., #1800
San Antonio, TX 78205
ECF: phuffstickler@dykema.com

Office of the U.S. Trustee

615 E. Houston, Suite 533
San Antonio, TX 78205
Via ECF: USTP.Region07@usdoj.gov

LENDERS/POTENTIAL SECURED CREDITORS

Funding Circle
FC Marketplace, LLC
747 Front St., 4th Fl.
San Francisco CA 94111
Via Mail

Newtek Small Business Finance LLC
1981 Marcus Ave., #130
Lake Success NY 11042
Via Mail

IOU Central Inc.
600 TownPark Lane, Suite 100
Kennesaw, GA 30144
Via Mail

Funding Metrics, LLC
dba Lendini
884 TownCenter Drive
Langhorne, PA 19047
Via Mail

Pioneer Park LLC
P.O. Box 398321
San Francisco, CA 94139-8321
Via Mail

GM Financial
P.O. Box 183593
Arlington, TX 76096-3834
Via Mail

Pearl Capital
Pearl Delta Funding
100 William Street, Suite 900
New York, NY 10038
Via Mail

TAXING AND REGULATORY AGENCIES

Bell County Appraisal District
P.O. Box 390
Belton TX 76513-0390
Via Mail

Bexar County Tax Office
P.O. Box 2903
San Antonio TX 78299-2903
Via Mail

City of Austin
Controller's Office
P.O. Box 2920
Austin TX 78768-2920
Via Mail

Internal Revenue Service
Centralized Insolvency Operation
P.O. Box 7346
Philadelphia, PA 19101-7346
Via Mail

Texas Comptroller of Public Accounts
Revenue Accounting Division -
Bankruptcy Section
P.O. Box 13528 Capitol Station
Austin, TX 78711
Via Mail

Texas Workforce Commission
TWC Building - Regulatory Integrity
Division
101 East 15th Street
Austin, TX 78778
Via Mail

Tax Appraisal District of Bell County
P.O. Box 390
Belton, TX 76513-0390
Via Mail

Travis County Tax Office
Bruce Elfant, Tax Assessor-Collector
P.O. Box 149328
Austin, TX 78714-9328
Via Mail

Tom Green Appraisal District
2302 Pulliam St.
San Angelo TX 76905
Via Mail

Albert Uresti, MPA, PCC
Bexar County Tax Assessor-Collector
P.O. Box 2903
San Antonio, TX 78299-2903
Via Mail

United States Department of Justice -
All Divisions:
United States Attorney, Civil Process
Clerk
N. W. Loop 410, Suite 600
San Antonio, TX 78216
Via Mail

AIRPORT CONCESSION PARTIES

City of Austin
c/o U.S. Bank, N.A.
P.O. Box 70870
Saint Paul MN 55170-9705
Via Mail

Austin CONRAC, LLC
Attn: Marshall A. Fein, COO
12130 Colwick
San Antonio, TX 78216
Via Mail

Director of Aviation
THE CITY OF AUSTIN
Austin-Bergstrom International Airport
3600 Presidential Blvd., Suite 411
Austin, TX 78719
Via Mail

The Airport Properties Manager
Department of Aviation
THE CITY OF AUSTIN
Austin-Bergstrom International Airport
3600 Presidential Blvd., Suite 411
Austin, TX 78719
Via Mail

City of Austin
City Clerk
301 W. Second St.
Austin, TX 78701
Via Mail

City of Killeen
8101 S. Clear Creek Rd., Box C
Killeen, TX 76549
Via Mail

Killeen-Fort Hood Regional Airport
Attn: Executive Director of Aviation
8101 S. Clear Creek Rd., Box C
Killeen, TX 76549
Via Mail

City of Killeen
Attn: City Attorney
101 N. College St., 1st Floor
Killeen, TX 76541
Via Mail

City of San Angelo
San Angelo Regional Airport-Mathis Field
8618 Terminal Circle, Ste. 101
San Angelo, TX 76904
Via Mail

City Attorney's Office
72 W. College Avenue
San Angelo, TX 76903
Via Mail

Austin Conrac, LLC
Conrac Managing, c/o Conrac Solutions
981 Lowell Ave. SW, #125
Renton, WA 98057
Via Mail

TOP 20 UNSECURED CREDITORS (EXCLUSIVE OF OTHER CATEGORIES)

ATS Processing Services
1150 N. Alma School Rd.
Mesa, AZ 85201
Via Mail

Calhoun, Thomson & Matza
9500 Aboretum Blvd., #120
Austin, TX 78759
Via Mail

Dent Crafters
166 Briar Forest Dr.
Bastrop, TX 78602
Via Mail

Highway Toll Administrations
66 Powerhouse Rd., #103
Roslyn Heights, NY 11577
Via Mail

Town North Nissan
9160A Research Blvd.
Austin, TX 78758
Via Mail

Town North Nissan
9160A Research Blvd.
Austin, TX 78758
Via Mail

CONTRACT AND VEHICLE LEASE PARTIES

Hincklease, Inc.
Attn: Bill Jeffries
2305 President's Dr., Ste. F
Salt Lake City UT 84120
Via Mail

Selig Leasing Company, Inc.
Attn: Steve Schaefer
2510 S. 108th St.
West Allis WI 53227
Via Mail

Hertz Global Holdings
Thrifty Rent-A-Car System, Inc.
Dollar Rent A Car, Inc.
Attn: Robert M. Barton
8501 Williams Road
Estero, FL 33928
Via Mail

Union Leasing, Inc.
P.O. Box 75850
Chicago, IL 60675-5850
Via Mail

The Bancorp
409 Silverside Road
Suite 105
Wilmington, DE 19809
Via Mail

Hinckley's Inc.
Dba Hincklease, Inc.
2309 South State Street
Salt Lake City, UT 84115
Via Mail

Harbor Properties
850 S. Hermitage Road, Suite B1
Hermitage, PA 16148
Via Mail

Commercial Fleet Leasing
The Bancorp Bank
Attn: Paul F. Pollock
626 Jacksonville Road, Suite 205
Warminster, PA 18974
Via Mail

DTG
Dba DTG Operations, Inc.
Attn: Lockbox Dept. 673
6242 E. 41st Street
Tulsa, OK 74135
Via Mail

Bancorp Bank
Attn: Paul F. Pollock
3755 Park Lake St.
Orlando FL 32803-5265
Via Mail

NOTICES OF APPEARANCE